

ANNICA HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 198304025N)

2.0% REDEEMABLE CONVERTIBLE BONDS DUE 2018 WITH AN AGGREGATE PRINCIPAL AMOUNT OF UP TO S\$60,000,000

- ALLOTMENT AND ISSUANCE OF 500,000,000 CONVERSION SHARES

1. The board of directors (the “**Board**”) of Annica Holdings Limited (the “**Company**”) refers to:
- i. the Company’s circular dated 11 December 2015 (the “**Circular**”) on the issuance of 2% redeemable convertible bonds (the “**RCBs**”) due in 2018 in the aggregate principal amount of up to S\$60,000,000 pursuant to a subscription agreement dated 31 July 2015 (the “**Subscription Agreement**”) between the Company and Premier Equity Fund Sub Fund F (the “**Subscriber**”) and its manager, Value Capital Asset Management Private Limited and the allotment and issuance of up to 24,000,000,000 conversion shares (the “**Conversion Shares**”) pursuant to the conversion of the RCBs; and
 - ii. the Company’s announcement dated 25 November 2015 (the “**Previous Announcement**”) on the receipt of the listing and quotation notice from the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) for the listing and quotation of the Conversion Shares on the Catalist board of the SGX-ST (“**Catalist**”).

Unless otherwise defined, all capitalised terms herein shall bear the same meaning ascribed to them in the Circular and Previous Announcement.

2. The Board wishes to announce that in accordance with the terms and conditions of the Subscription Agreement, the Subscriber has exercised its rights to convert eight (8) RCBs (Certificate Numbers A0054 and A0061) with an aggregate principal value of S\$400,000 on 16 May 2016.
3. The RCBs will be converted into 500,000,000 Conversion Shares at the Conversion Price of S\$0.0008 per Conversion Share.
4. The Conversion Price of S\$0.0008 was determined by taking 85.0% of the average of the traded volume weighted average price (the “**VWAP**”) per share of the Company (the “**Share**”) for any three (3) consecutive Trading Days determined at the sole and absolute discretion of the Bondholder, during the thirty (30) Trading Days immediately preceding the relevant Conversion Date, being 16 May 2016. The three (3) consecutive Trading Days and their average of the traded VWAP per Share are as follows:

	VWAP	Trading Day
“ X ”	S\$0.001	19 April 2016
“ Y ”	S\$0.001	20 April 2016
“ Z ”	S\$0.001	21 April 2016

5. As such, the Conversion Price is determined by the following calculation:

$$\text{Conversion Price} = \frac{X + Y + Z}{3} \times 85.0\% = \text{S\$0.0008 (rounded down)}$$

6. The Conversion Shares are issued free from all claims, charges, liens and other encumbrances whatsoever and shall rank *pari passu* in all respects with and carry all rights similar to the existing Shares, except that the Conversion Shares will not be entitled to any dividends, rights, allotments or other distributions, the Record Date for which falls before the date of allotment and issuance of the Conversion Shares.
7. Following the allotment and issuance of the Conversion Shares, the number of issued and paid-up ordinary Shares of the Company has increased from 5,489,485,206 to 5,989,485,206.
8. The Conversion Shares are expected to be listed and quoted for trading on the Catalist on or about 18 May 2016.

By Order Of the Board

Sandra Liz Hon Ai Ling
Executive Director and Chief Executive Officer

16 May 2016

This announcement has been prepared by the Company and its contents have been reviewed by the Company's Continuing Sponsor, Stamford Corporate Services Pte. Ltd. ("Sponsor"), for compliance with the relevant rules of the SGX-ST Listing Manual Section B: Rules of Catalist.

The Sponsor has not independently verified the contents of this announcement. This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the statements or opinions made or reports contained in this announcement.

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